

EXHIBIT 1

CERTIFICATION OF JAMES GADSDEN

James Gadsden
CARTER, LEDYARD & MILBURN LLP
2 Wall Street
New York, New York 10005
Telephone: (212) 238-8607
Facsimile: (212) 732-3232
e-mail: gadsden@clm.com

Consultant to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x
In re	: Chapter 11
	: :
RESIDENTIAL CAPITAL, LLC <i>et al.</i> ,	: Case No. 12-12020 (MG)
Debtors.	: Jointly Administered
	x

**CERTIFICATION UNDER GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS IN
RESPECT OF FIRST AND FINAL APPLICATION
OF CARTER LEDYARD & MILBURN LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, James Gadsden, hereby certify that:

1. I am a member of Carter Ledyard and Milburn LLP (“CLM”), consultant to the Official Committee of Unsecured Creditors, in these chapter 11 cases (the “Chapter 11 Cases”). CLM submits this first and final application for final compensation in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009, and updated on June 17, 2013 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330

adopted on January 30, 1996 (the “UST Guidelines”) and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professions [Docket No. 0797] entered in these Chapter 11 Cases (the “Interim Compensation Order” and together with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of CLM’s application, dated March 3, 2014 (the “Application”) for final allowance and approval of compensation for professional services performed by CLM and for reimbursement of actual and necessary expenses incurred during the period commencing August 21, 2013 through and including November 20, 2013 (the “Retention Period”), along with reasonable compensation for time CLM spent preparing the Application (the “Post-Retention Fee Application Amounts”).

3. I am the professional designated by CLM with the responsibility for CLM’s compliance in these cases with the Guidelines. I have read the Application and, to the best of my knowledge, information and belief formed after reasonable inquiry: (i) the fees and disbursements sought in the Application substantially comply with the Guidelines; (ii) the fees and disbursements sought are billed at or below the rates and in accordance with practices customarily employed by CLM and generally accepted by its clients in similar matters; and (iii) adds no mark-up to expenses paid to third parties for which it seeks reimbursement in this application. The firm charges a fixed fee for delivery charges by messengers employed by the firm that it believes fairly compensates it for the direct cost of those services. The firm seeks reimbursements of photocopying charges at the rate of 10 cents a copy.

4. In respect of section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that CLM has complied with the provision requiring it to provide

the appropriate notice parties, on a monthly basis, with a statement of CLM's fees and disbursements accrued during the previous month.

5. A copy of the Application has been provided to all required notice parties.

Dated: New York, New York
March 3, 2014

CARTER, LEDYARD & MILBURN LLP

By: /s James Gadsden
James Gadsden
2 Wall Street
New York, New York 10005-2072
(212) 238-8607 (tel)
(212) 732-3232 (fax)
e-mail: gadsden@clm.com

Consultant to the Official Committee of Unsecured Creditors